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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
TERRESTAR NETWORKS INC., <i>et al.</i> , ¹)	
)	Case No. 10-15446 (SHL)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF FILING OF SECOND AMENDMENT TO DEBTOR-IN-POSSESSION
CREDIT, SECURITY & GUARANTY AGREEMENT**

PLEASE TAKE NOTICE that on October 19, 2010, the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion of the Debtors for Interim and Final Orders Under Sections 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(e) and 507 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001 and 9014: (i) Authorizing Debtors to Obtain Postpetition Financing; (ii) Authorizing the Debtors to Use Cash Collateral; (iii) Granting Adequate Protection to Prepetition Secured Parties; and (iv) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c)* [Docket No. 13] (the “**DIP Motion**”) to which the Debtor in Possession Financing Agreement (the “**DIP Agreement**”) was attached as Exhibit B.

PLEASE TAKE FURTHER NOTICE that on October 20, 2010, the Court approved the *Interim Order Signed On 10/20/2010, Under Sections 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(e) and 507 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001 and 9014: (I) Authorizing Debtors to Obtain Postpetition Financing; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Adequate Protection to Prepetition Secured*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: TerreStar New York Inc. (6394), TerreStar Networks Inc. (3931), Motient Communications Inc. (3833), Motient Holdings Inc. (6634), Motient License Inc. (2431), Motient Services Inc. (5106), Motient Ventures Holding Inc. (6191), MVH Holdings Inc. (9756), TerreStar License Inc. (6537), TerreStar National Services Inc. (6319), TerreStar Networks Holdings (Canada) Inc. (1337), TerreStar Networks (Canada) Inc. (8766), and 0887729 B.C. Ltd. (1345).

Parties; and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 35] (the “**Interim DIP Order**”).

PLEASE TAKE FURTHER NOTICE that on November 12, 2010, the Debtors entered into the first Amendment to the Debtor in Possession Credit, Security & Guaranty Agreement [Docket No. 153] (the “**First DIP Amendment**”).

PLEASE TAKE FURTHER NOTICE that on November 18, 2010, the Court approved the *Final Order signed on 11/18/2010 Under Sections 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(e) and 507 of the Bankruptcy Code and Bankruptcy Rules 2002, 4001 and 9014: (I) Authorizing Debtors to Obtain Postpetition Financing; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Adequate Protection to Prepetition Secured Parties* [Docket No. 181] (the “**Final DIP Order**”).

PLEASE TAKE FURTHER NOTICE that on December 14, 2010, the Debtors entered into the second Amendment to the Debtor in Possession Credit, Security & Guaranty Agreement (the “**Second DIP Amendment**”), a copy of which is annexed hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve all rights to further amend, revise or supplement the Second DIP Amendment in accordance with the terms of the DIP Agreement.

PLEASE TAKE FURTHER NOTICE that the DIP Motion, the DIP Agreement, the Interim DIP Order, the First DIP Amendment, the Final DIP Order and the Second DIP Amendment (collectively, the “**DIP Documents**”) are available on the Court’s internet website at <http://www.nysb.uscourts.gov>. A login and password to the Court’s Public Access to Court Electronic Records (“**Pacer**”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. A copy of the DIP Documents may also be examined between the hours of 9:30 a.m. and 4:30 p.m., Monday through Friday, at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, New York 10004-1408 or online at <http://www.terrestarinfo.com>.

New York, New York
Dated: December 14, 2010

/s/ Ira S. Dizengoff

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